IN THE SUPERIOR COURT OF BERRIEN COUNTY

STATE OF GEORGIA

STATE OF GEORGIA,	)	
	)	
Plaintiff,	)	
	)	CIVIL ACTION FILE
	)	NO. 88-C-332
v.	)	
	)	BOND VALIDATION
BERRIEN COUNTY RESOURCE RECOVERY DEVELOPMENT AUTHORITY and BERRIEN COUNTY, GEORGIA,	)	
	)	
Defendants.	)	

VALIDATION ORDER

The above-entitled cause coming on for a hearing pursuant to an order heretofore granted, and it appearing from an examination and inspection of the proceedings concerning the issuance of Berrien County Resource Recovery Development Authority Revenue Bonds, Series 1988, in aggregate principal amount of $2,000,000 (the "Series 1988 Bonds"), described in the pleadings of this cause that the same are regular and in due form, and after inspection of the record and hearing the evidence on all matters bearing upon the Series 1988 Bonds, the right of defendant Berrien County Resource Recovery Development Authority (the "Issuer") to issue the Bonds, and the security therefor;

IT IS DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Superior Court of Berrien County, Georgia, has jurisdiction over

the subject matter of this proceeding and over the parties hereto and that this cause is properly before this Court; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Resource Recovery Development Authorities Law, O.C.G.A. Section 36-63-1, et seq., as amended (the "Act"), has been duly enacted and approved and is legal and valid in all respects, and all rights, powers, authorities and duties therein granted and imposed are legal in all respects, and pursuant thereto and pursuant to an activating resolution duly adopted by the Board of Commissioners of Berrien County on August 5, 1987, the Berrien County Resource Recovery Development Authority (the "Issuer") was legally created and is validly existing as a public body corporate and politic of the State of Georgia, and was and is authorized to own and operate a resource recovery system (the "System") in Berrien County and to issue the Series 1988 Bonds for the purpose and in the manner stated in the pleadings hereto, and that the defendant Issuer was and is legally authorized to and is taking all proper and necessary steps in issuing and securing the Series 1988 Bonds; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the defendant Issuer has the right, power and authority by virtue of the Constitution and laws of the State of Georgia to adopt the resolution on November 11, 1988 (the "Resolution"), authorizing, among other things, the issuance of the Series 1988 Bonds and the execution and delivery of the "Contract" hereinafter referred to, a certified copy of which Resolution forms a part of the petition and complaint of the District Attorney in this cause; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that pursuant to the powers granted under the Constitution and laws of the State of Georgia, including specifically the Act, the defendant Issuer has properly executed and

delivered the Contract dated as of November 1, 1988 (the "Contract"), between the defendant Issuer and the defendant Berrien County, Georgia (the "County"), an executed counterpart of which was attached to the petition and complaint filed in this cause, which Contract and the payments to be made by the defendant County thereunder have been assigned and pledged, together with the "Net Revenues" (defined in the Resolution) of the System, as security for the Series 1988 Bonds, and which Contract constitutes a legal, valid, binding and enforceable obligation of the defendant Issuer, except that the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting the enforcement of creditors' rights generally and principles of equity applicable to the availability of specific performance or other equitable relief; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law that the defendant County is duly authorized under the Constitution and laws of the State of Georgia to levy and collect an ad valorem tax, unlimited as to amount, on all taxable property located in the County in order to fulfill its obligations under the Contract; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the defendant County has the power and authority under the Constitution and laws of the State of Georgia, including specifically the Act and Article IX, Section III, Paragraph I and Article IX, Section II, Paragraph III of the Constitution of the State of Georgia to execute and deliver the Contract and to perform the obligations on its part thereunder, that the defendant County has properly authorized and executed and delivered the Contract and the Contract constitutes a legal, valid, binding and enforceable obligation of the defendant County, except that the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting the enforcement of creditors' rights generally and

principles of equity applicable to the availability of specific performance or other equitable relief; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the defendant Issuer has the right, power and authority to enter into the obligations, agreements and conditions contained in the Resolution and the Contract; and the defendant County has the right, power and authority to enter into the obligations, agreements and conditions contained in the Contract; the Resolution has been duly adopted and the Contract has been duly executed and delivered by the parties thereto and all of the terms, agreements and conditions of the Resolution and the Contract are hereby in each and every respect confirmed and validated; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the defendant Issuer is taking all proper and necessary steps to issue the Series 1988 Bonds and to use the proceeds for the purposes stated in the Resolution, the defendant Issuer has caused proper notice of this hearing to be published as required by the Constitution and laws of the State of Georgia and all of the acts and doings of the defendant Issuer set forth in the pleadings of this cause are hereby ratified and confirmed; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Series 1988 Bonds will not constitute a debt or a general obligation or a pledge of the faith and credit of the State of Georgia, but will be payable from the Net Revenues of the System, the payments made by the County under the Contract and the other property assigned and pledged to the payment thereof under the Resolution; that the obligations of the County under the Contract constitute general obligations of the County; that the State of Georgia shall not be subject to any pecuniary liability with respect to the Series 1988 Bonds or the Contract, nor shall any of the Series 1988 Bonds constitute a

charge, lien or encumbrance upon any property of the Issuer, said State or said County other than the Net Revenues of the System, the payments made by the County under the Contract and the other property assigned and pledged to the payment thereof under the Resolution; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the undertaking for which the Series 1988 Bonds are to be issued, the issuance of the Series 1988 Bonds and the security therefor, are sound, feasible and reasonable; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the defendant Issuer has reserved the right under the Resolution to issue from time to time bonds ranking on a parity as to the lien on the Net Revenues of the System, the payments made pursuant to the Contract and the other property pledged to the payment of the Series 1988 Bonds on a parity with the lien thereon of the Series 1988 Bonds under the terms and conditions set forth in the Resolution; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Series 1988 Bonds and the security therefor be, and the same are hereby in each and every respect, confirmed and validated, and the defendant Issuer is authorized and empowered to issue the Series 1988 Bonds, and when the Series 1988 Bonds are so issued the same shall be legal, valid, binding and enforceable obligations of the defendant Issuer, except that the rights of the owners of the Series 1988 Bonds and the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting the enforcement of creditors' rights generally and principles of equity applicable to the availability of specific performance or other equitable relief; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the parties to this proceeding have duly and lawfully waived the requirement that separate findings of fact and conclusions of law be entered pursuant to O.C.G.A. Section 9-11-52; and

IT IS FURTHER DETERMINED, DECLARED, ORDERED AND ADJUDGED, as a matter of fact and as a matter of law, that the Clerk of the Superior Court of Berrien County, Georgia, is authorized to execute the certificate of validation upon each of the Series 1988 Bonds and that the provisions of the Resolution regarding the issuance of the Series 1988 Bonds in exchange for, or upon registration of transfer of, the Series 1988 Bonds previously issued are lawful and proper and said Clerk of the Superior Court of Berrien County is hereby authorized and directed to execute a certificate of validation upon such Series 1988 Bonds issued in exchange for Series 1988 Bonds previously issued upon the written request of the defendant Issuer specifying that such Series 1988 Bonds are being issued in exchange for, or upon registration of transfer of, one of the Series 1988 Bonds issued and delivered to the initial purchaser thereof or one of the Series 1988 Bonds previously issued in exchange therefor.

Let the defendants pay the costs of this proceeding from the proceeds of the sale of the Series 1988 Bonds.

This 1st day of December, 1988.

/s/ John D. Crosby
JUDGE, SUPERIOR COURT,
BERRIEN COUNTY, GEORGIA
presiding at the request
and in absence of the
Superior Court Judges
of Berrien County, Georgia